

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

RECREATIONAL SPORTS AND IMPORTS, INC.

was filed in the office of the Secretary of State on the **tenth** day of **February** A.D., One Thousand Nine Hundred **seventy-two** and ~~will be~~ ^{will be} duly recorded on ~~Film-Microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Idaho Falls, Idaho** in the County of **Bonneville**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **10th** day of **February**, A.D., 19**72**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
RECREATIONAL SPORTS AND IMPORTS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purpose hereinafter stated pursuant to the laws of the State of Idaho, do hereby signify as follows:

ARTICLE I

The name of the corporation shall be "RECREATIONAL SPORTS AND IMPORTS, INC.", a division of SPORTS CYCLE SALES, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To carry on, conduct, distribute, exchange, and warehouse on a retail and wholesale basis, snow machines, snow equipment, sleds, toboggans, motors, motorcycles, trail bikes, camp trailers, boats, motor vehicles, power appliances, machinery, and mobile equipment of all types and description; together with stocking and selling necessary parts, supplies and equipment therefor, and to conduct a manufacturing, assembly, repair and replacement business of any and all of said equipment and merchandise.

B. To engage in the wholesale and retail sale of clothing, footwear, wearing apparel and accessories of every kind and nature, together with sporting goods and accessories of all kinds and nature, including the business of distributing, exchanging, and warehousing of such items.

C. To manufacture, build, sell, lease, promote, and engage in the repair of snowmobiles, motorcycles, automobiles, trucks, chain saws, sea and water craft, sporting goods, trailers, and every other type of vehicle, merchandise or equipment which may be used or serviced in promoting the

business of the corporation.

D. To carry on and conduct a general business of importing, warehousing, distributing and sale of import goods, wears, motor vehicles, motors, clothing, motor vehicle accessories, motor bikes, power appliances, machinery and vehicles and accessories of every name, type and description, together with the general business of selling and retail or wholesale all of such imported goods and property as may be necessary or convenient for the transaction of the corporation's business or to carry out the other general purposes for which this corporation is formed.

E. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or in any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

F. To finance the purchase, improvement, development and construction of buildings, repair facilities, shops, showrooms, or other facilities necessary for the promotion of the business of this corporation, to be acquired by this corporation, or any other person, firm or corporation.

G. To purchase, or otherwise acquire, to hold, use, and enjoy, to improve, lease, mortgage, sell and transfer, exchange or otherwise dispose of, to invest in, trade in, and deal with, and deal in, real estate of every kind and description.

H. To purchase, buy, invest in, guarantee, underwrite, or acquire any note, bond, stock, debenture, participation, security, contract, or overdraft, claim, judgment, choses in action, real estate, fixtures, furniture, or any other asset not herein enumerated.

I. To sue and be sued, appear, and complain, and defend in any Court of Law and Equity, or before any Board, Commission, or Tribunal.

J. To lend money and negotiate loans, either with or without security or on the security of real or personal property; to draw, accept or indorse, by and sell, discount and rediscount bills of exchange, notes, drafts, bonds,

and choses in action, and securities of all kinds, both as principal and agent; to accept as security for any loans, liens, conditional sales of and pledges of real and personal property.

K. To enter into, make, perform, and carry out contracts of every sort and kind with any person, firm, association, or corporation.

L. To apply for, obtain, purchase, or otherwise to acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes or formulas, and the like, which may seem capable of being used for any purpose of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

M. To enter into, make, perform, and carry out contracts of every sort and kind with any person, firm, association, or corporation.

N. To appoint and employ agents, subagents, salesmen, mechanics, employees and the like, and to enter into all necessary contracts with agents, subagents, salesmen, and dealers.

O. To organize or cause to be organized under the laws of Idaho, or any other state, district, territory, province, or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind-up, liquidate, merge, or consolidate any such corporation or corporations, or to cause the same to be dissolved, wound-up, liquidated, merged, or consolidated, whether such merger or consolidation be with this corporation or any other corporation.

P. To have, exercise, and enjoy all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code, and any present and/or future amendments thereto, and to any act or thing necessary or convenient for the

transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.

Q. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of the specific objects and powers shall be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act with corporations formed under the laws of Idaho now or hereafter existing, that it may not at the time lawfully carry on or do. It is the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article of the Articles of Incorporation shall, except as otherwise provided, in nowise be limited to or restricted by reference to or inference from the term of any other cause or paragraph of this paragraph contained or of any other provisions of these Articles of Incorporation, and it is the intention that the purposes, objects, and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects, and powers.

III.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

IV.

The principal place of business, registered office and the location and post office address of the registered office of the said corporation shall be 3876 Romwell Avenue, Idaho Falls, Idaho 83401.

V.

The total authorized capital stock of said corporation shall be One Hundred Thousand (\$100,000.00) Dollars, divided into Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) each, and all of such capital stock shall be common stock.

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SUITES 220-232 EARL BUILDING
IDAHO FALLS, IDAHO 83401

VI.

The number of directors of said corporation shall be not less than three (3) nor more than twelve (12), as determined by the shareholders, same to be elected annually.

VII.

The Board of Directors shall have the power to repeal and amend the Bylaws of the corporation and adopt new Bylaws at any meeting of the Board of Directors. All Bylaws shall be subject to amendment, alteration, and repeal by the stockholders at any annual meeting or at any special meeting called for such purpose.

VIII.

The capital stock of this corporation shall be non-assessible and the private property of the shareholders of this corporation shall not be liable for the debts, obligations, or liabilities of this corporation.

IX.

The following are the names and post office addresses of the incorporators, together with the number of shares subscribed to by each:

<u>Name</u>	<u>P. O. Address</u>	<u>Shares</u>
Gary Olsen	802 Raymond Drive Idaho Falls, Idaho 83401	1
Patricia Olsen	802 Raymond Drive Idaho Falls, Idaho 83401	1
Jack Draney	485 E Street Idaho Falls, Idaho 83401	1

X.

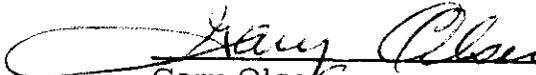
All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho.

XI.

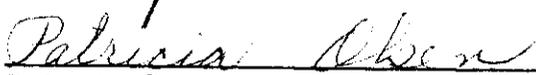
No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or

are directors or officers of such other corporation; any directors individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been to the Board of Directors, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum of a meeting of the Board of Directors of the corporation, which shall authorize such contract or transaction, any may vote thereat to authorize such contract or transaction, with a like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set out hands and seals this 29 day of December, 1971.



 Gary Olsen



 Patricia Olsen



 Jack Draney

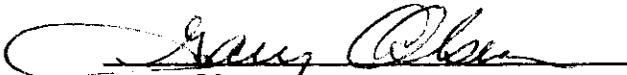
STATE OF IDAHO)
) ss.
 County of Bonneville)

GARY OLSEN, PATRICIA OLSEN, and JACK DRANEY, being first duly sworn on oath, each for himself and herself and not for the other, deposes and says:

That they are full age citizens of the United States and residents of Idaho; that it is their bona fide intention and the bona fide intention of each of the subscribers of this agreement to commence and carry on the business mentioned in the foregoing agreement; that the stock subscribed for by the

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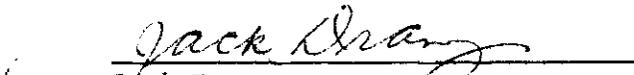
incorporators has been paid and that the foregoing Articles of Incorporation were duly signed by the respective incorporators therein set forth.



Gary Olsen



Patricia Olsen



Jack Draney

Subscribed and sworn to before me this 29 day of December, 1971.



Notary Public for Idaho
Residing at Idaho Falls, Idaho
My commission expires: 2/7/76

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